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Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound of formula (I)

$$R^2$$
 R^3
 R^4
 R^4
 R^5

or a salt, ester, amide or prodrug thereof;

where X is O, or S, S(O), S(O)₂ or NR⁶ where R⁶ is hydrogen or C₁₋₆alkyl;

R⁵ is a group of <u>sub-formula</u> sub-formulae (i) or (ii)

or a group of sub-formula (iii), (iv) or (v)

$$R^{81}$$
 R^{80} R

where R⁸⁰ is a substituent <u>selected from</u>of at least 4-atoms comprising one or more of:

1) halo, C₁₋₄alkyl, optionally substituted C₁₋₆ alkoxy, C₁₋₄alkoxymethyl, di(C₁₋₄alkoxy)methyl,
C₁₋₄alkanoyl, carboxy, benzoyl, trifluoromethyl, cyano, amino, C₂₋₆alkenyl, C₂₋₆alkynyl, a phenyl
group, a benzyl group or a 5-6-membered heterocyclic group with 1-3 heteroatoms, selected
independently from O, S and N, which heterocyclic group may be aromatic or non-aromatic and
may be saturated (linked via a ring carbon or nitrogen atom) or unsaturated (linked via a ring

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carbon atom), and which phenyl, benzyl or heterocyclic group may bear on one or more ring carbon atoms up to 5 substituents selected from hydroxy, halogene, C_{1-3} alkyl, C_{1-3} alkoxy, C_{1-3} alkanoyloxy, trifluoromethyl, cyano, amino, nitro, C_{2-4} alkanoyl, C_{1-4} alkanoylamino, C_{1-4} alkoxycarbonyl, C_{1-4} alkylsulphanyl, C_{1-4} alkylsulphinyl, C_{1-4} alkylsulphonyl, carbamoyl, N0 di(N1, N1 di(N2, N3 di(N3) aminosulphonyl, N3 di(N4, N4 di(N4) aminosulphonyl, N4 di(N4, N4) aminosulphonyl, N4 di(N4) aminosulphonyl, N5 di(N4) aminosulphonyl, N5 di(N5) aminosulphonyl, N6 di(N5) aminosulphonyl, N7 di(N8) aminosulphonyl, N8 di(N9) aminosulphonyl, N9 di(N9) aminosulphonyl, N

21) a group of sub-formula (II)

$$(CH_2)_{s'}$$
 X^{12} $(CH_2)_{q'}$ R^{70} R^{99} (II)

where q' is 0, 1, 2, 3 or 4;

s' is 0 or 1;

 X^{12} is C(O) or S(O₂),

 R^{70} is hydrogen, hydroxy, C_{1-6} alkyl, C_{1-6} alkoxy, amino, $N-C_{1-6}$ alkylamino, $N,N-(C_{1-6}$ alkyl)₂amino, hydroxy C_{2-6} alkoxy, C_{1-6} alkoxy C_{2-6} alkoxy, amino C_{2-6} alkoxy, $N-C_{1-6}$ alkylamino C_{2-6} alkoxy, $N-C_{1-6}$ alkyl)₂amino C_{2-6} alkoxy or C_{3-7} cycloalkyl, or R^{70} is of the Formula (III):

wherein J is aryl, heteroaryl or heterocyclyl and K is a bond, oxy, imino, N-(C₁₋₆alkyl)imino, oxyC₁₋₆alkylene, iminoC₁₋₆alkylene, N-(C₁₋₆alkyl)iminoC₁₋₆alkylene, -NHC(O)-, -SO₂NH-, -NHSO₂- or -NHC(O)-C₁₋₆alkylene-,

and any aryl, heteroaryl or heterocyclyl group in a R^{70} group <u>ismay be</u> optionally substituted by one or more groups selected from hydroxy, oxo, halo, trifluoromethyl, cyano, mercapto, nitro, amino, carboxy, carbamoyl, formyl, sulphamoyl, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, C_{1-6} alkynyl, C_{1-6} alkyls $(C)_n$ - (wherein n is 0-2), N- $(C_{1-6}$ alkylamino, N, N- $(C_{1-6}$ alkyl) $(C)_n$ - (wherein n is 0-2), $(C)_n$ - (alkyl) $(C)_n$ - (alkyl) $(C)_n$ - (black) $(C)_n$ - (alkyl) $(C)_n$ - (black) $(C)_n$ - (black) $(C)_n$ - (continuous) $(C)_n$ - (continuou

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or any aryl, heteroaryl or heterocyclyl group in a R⁷⁰ group <u>ismay be</u> optionally substituted with one or more groups of the Formula (IV):

$$-B^{-1}(CH_2)_p - A^{-1}$$
 (IV)

wherein A¹ is halo, hydroxy, C_{1-6} alkoxy, cyano, amino, $N-C_{1-6}$ alkylamino, $N,N-(C_{1-6}$ alkyl)₂amino, carboxy, C_{1-6} alkoxycarbonyl, carbamoyl, $N-C_{1-6}$ alkylcarbamoyl or $N,N-(C_{1-6}$ alkyl)₂carbamoyl, p is 1 - 6, and B¹ is a bond, oxy, imino, $N-(C_{1-6}$ alkyl)imino or -NHC(O)-, with the proviso that p is 2 or more unless B¹ is a bond or -NHC(O)-;

or any aryl, heteroaryl or heterocyclyl group in a R⁷⁰ group <u>ismay</u> be optionally substituted with one or more groups of the Formula (V):

$$--E^{\frac{1}{-}}D^{1}$$
 (V)

wherein D¹ is aryl, heteroaryl or heterocyclyl and E¹ is a bond, C_{1-6} alkylene, oxy C_{1-6} alkylene, oxy, imino, N-(C_{1-6} alkyl)imino, imino C_{1-6} alkylene, N-(C_{1-6} alkyl)-imino C_{1-6} alkylene,

C₁₋₆alkylene-oxyC₁₋₆alkylene, C₁₋₆alkylene-iminoC₁₋₆alkylene,

 C_{1-6} alkylene-N- $(C_{1-6}$ alkyl)-imino C_{1-6} alkylene, -NHC(O)-, -NHSO₂-, -SO₂NH- or

-NHC(O)-C₁₋₆alkylene-, and any aryl, heteroaryl or heterocyclyl group in a substituent on R⁵ <u>ismay be</u> optionally substituted with one or more groups selected from hydroxy, halo, C₁₋₆alkyl, C₁₋₆alkoxy, carboxy, C₁₋₆alkoxycarbonyl, carbamoyl, *N*-C₁₋₆alkylcarbamoyl,

N- $(C_{1-6}$ alkyl)₂carbamoyl, C_{2-6} alkanoyl, amino, N- C_{1-6} alkylamino and N,N- $(C_{1-6}$ alkyl)₂amino, and any C_{3-7} cycloalkyl or heterocyclyl group in a R^{70} group <u>ismay be</u> optionally substituted with one or two oxo or thioxo substituents,

and any of the R⁷⁰ groups defined hereinbefore which comprises a CH₂ group which is attached to 2 carbon atoms or a CH₃ group which is attached to a carbon atom may optionally bear on each said CH₂ or CH₃ group a substituent selected from hydroxy, amino, C₁₋₆alkoxy,

N-C₁₋₆alkylamino, N,N-(C₁₋₆alkyl)₂amino and heterocyclyl;

or R^{70} may be cycloalkenyl or alkenyl optionally substituted by aryl; and R^{99} is hydrogen or a group $C(O)R^{70}$ where R^{70} is as defined above:

23) a group of sub-formula (d) or (e)

$$-X^{10}(CH_2)_p-X^{11}R^{100}$$
 (d)

where p' is 1-3, X^{10} and X^{11} are independently selected from a bond, -O-, -S- or NR¹⁰¹- where R¹⁰¹ is hydrogen or a C₁₋₃alkyl, provided that one of X^{10} or X^{11} is a bond; X^{13} is -O-, -S- or NR¹⁰²-

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where R¹⁰² is hydrogen or a C₁₋₃alkyl and R¹⁰⁰ is hydrogen or optionally substituted hydrocarbyl or optionally substituted heterocyclyl, wherein any optional substituents <u>aremay be</u> functional groups;

3) [[4)]] a group of formula (VI)

$$R^{71}$$
 R^{72} R^{73} (VI)

where R⁷¹ and R⁷² are independently selected from hydrogen or C₁₋₄alkyl, or R⁷¹ and R⁷² together form a bond, and R⁷³ is a group OR⁷⁴, NR⁷⁵R⁷⁶ where R⁷⁴, R⁷⁵ and R⁷⁶ are independently selected from optionally substituted hydrocarbyl or optionally substituted heterocyclic groups, and R⁷⁵ and R⁷⁶ may additionally form together with the nitrogen atom to which they are attached, an aromatic or non-aromatic heterocyclic ring which may contain further heteroatoms, wherein suitable optional substituents for hydrocarbyl or heterocyclic groups R⁷⁴, R⁷⁵ and R⁷⁶ include functional groups and heterocyclic groups R⁷⁴, R⁷⁵ and R⁷⁶ may further be substituted by a hydrocarbyl group; and

45) a group of sub-formula (f)

where p" is 0 or 1 and R⁸³ and R⁸⁴ are independently selected from hydrogen, optionally substituted hydrocarbyl or optionally substituted heterocyclyl, or R⁸³ and R⁸⁴ together with the nitrogen atom to which they are attached form an optionally substituted heterocyclic ring and where optional substituents for hydrocarbyl or heterocyclic groups R⁸³ and R⁸⁴ include functional groups and heterocyclic groups R⁸³ or R⁸⁴ may further be substituted by a hydrocarbyl group; and

R⁸¹ is hydrogen, halo, C₁₋₄alkoxy, cyano, er trifluoromethyl, or phenyl, and R¹, R², R³, R⁴ are independently selected from halogeno, cyano, nitro, C₁₋₃alkylsulphanyl, -N(OH)R⁷- (wherein R⁷ is hydrogen, or C₁₋₃alkyl), or R⁹X¹- (wherein X¹ represents a direct bond, -O-, -CH₂-, -OC(O)-, -C(O)-, -S-, -SO-, -SO₂-, -NR¹⁰C(O)-, -C(O)NR¹¹-,

or combinations thereof.

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-SO₂NR¹²-, -NR¹³SO₂- or -NR¹⁴- (wherein R¹⁰, R¹¹, R¹², R¹³ and R¹⁴ each independently represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl)), provided that at least one of R¹, R², R³ and R⁴ is a group R⁹X¹- and R⁹ is selected from one of the following groups: and R⁹ is hydrogen, optionally substituted hydrocarbyl, optionally substituted heterocyclyl or optionally substituted alkoxy where the optional substituents comprise at least one functional group; provided that at least one of R2 or R3 is other than hydrogen;-and where a functional group is selected from nitro, cyano, halo, exo. = CR78R79, C(O),R77, OR77, S(O), R⁷⁷, NR⁷⁸R⁷⁹, C(O)NR⁷⁸R⁷⁹, OC(O)NR⁷⁸R⁷⁹, =NOR⁷⁷, NR⁷⁷C(O), R⁷⁸, NR⁷⁷CONR⁷⁸R⁷⁹, -N=CR⁷⁸R⁷⁹, S(O),NR⁷⁸R⁷⁹ or NR⁷⁷S(O),R⁷⁸ where R⁷⁷, R⁷⁸ and R⁷⁹ are independently selected from hydrogen, optionally substituted hydrocarbyl, optionally substituted hetercyclyl or optionally substituted alkoxy, or R78 and R79 together form an optionally substituted ring which optionally contains further heteroatoms such as oxygen, nitrogen, S, S(O) or S(O)2, where x is an integer of 1 or 2, y is 0 or an integer of 1-3 and where hydrocarbyl, heterocyclyl or alkoxy groups R77; R78 and R79 as well as rings formed by R78 and R79 are optionally substituted by halo, perhaloalkyl, mercapto, alkylthio, hydroxy, carboxy, alkoxy, heteroaryl, heteroaryloxy, cycloalkyl, cycloalkenyl, cycloalkynyl, alkenyloxy, alkynyloxy, alkoxyalkoxy, aryloxy (where the aryl group may be substituted by halo, nitro, or hydroxy), cyano, nitro, amino, mono- or di-alkyl amino, eximing or S(O), R⁹⁰ where v is 0 or an integer of 1-3 and R⁹⁰ is a alkyl; and wherein hydrocarbyl is selected from alkyl, alkenyl, alkynyl, aryl, aralkyl, cycloalkyl, cycloalkenyl,

- 1) hydrogen or C₁₋₅alkyl which may be unsubstituted or which may be substituted with one or more groups selected from hydroxy, oxiranyl, fluoro, chloro, bromo and amino (including C₁₋₃alkyl and trifluoromethyl);
- 2) $-R^8X^2C(O)R^{15}$ (wherein X^2 represents -O- or $-NR^{16}$ (in which R^{16} represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and R^{15} represents C_{1-3} alkyl, $-NR^{17}R^{18}$ or $-OR^{19}$ (wherein R^{17} , R^{18} and R^{19} which may be the same or different each represents hydrogen, C_{1-5} alkyl, $\frac{1}{10}$ hydroxy $\frac{1}{10}$ 0.
- 3) -R^bX³R²⁰ (wherein X³ represents -O-, C(O) -S-, -SO-, -SO₂-, -OC(O)-, -NR²¹C(O)_s-, -C(O)NR²²-, -SO₂NR²³-, -NR²⁴SO₂- or -NR²⁵- (wherein R²¹, R²², R²³, R²⁴ and R²⁵ each independently represents hydrogen, C₁₋₃alkyl, hydroxy C₁₋₄alkyl or C₁₋₃alkoxyC₂₋₃alkyl and s is 1 or 2) and R²⁰ represents hydrogen, C₁₋₆alkyl, C₂₋₆alkenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl or a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which C₁₋₆alkyl group may bear 1, 2 or 3 substituents selected from oxo, hydroxy, halogeno, cyclopropyl, amino, C₁₋₄alkylamino,

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C₁₋₄alkanoyldi-C₁₋₄alkylamino, C₁₋₄alkylthio, C₁₋₄alkoxy and which cyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, cyano, C₁₋₄cyanoalkyl, C₁₋₄alkyl, C₁₋₄hydroxyalkyl, C₁₋₄alkoxy, C₁₋₄alkoxyC₁₋₄alkyl, C₁₋₄alkylsulphonylC₁₋₄alkyl, C₁₋₄alkoxycarbonyl, C_{1-4} aminoalkyl, C_{1-4} alkylamino, di(C_{1-4} alkyl)amino, C_{1-4} alkylamino C_{1-4} alkyl, di(C₁₋₄alkyl)aminoC₁₋₄alkyl, C₁₋₄alkylaminoC₁₋₄alkoxy, di(C₁₋₄alkyl)aminoC₁₋₄alkoxy and a group -(-O-)_f(R^{b'})_aD (wherein f is 0 or 1, g is 0 or 1 and D is a C₃₋₆cycloalkyl group or a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which cyclic group may bear one or more substituents selected from C₁₋₄alkyl)); 4) -R°X4R° X5R26 (wherein X4 and X5 which may be the same or different are each -O-, C(O), -S-, -SO-, -SO₂-, -NR²⁷C(O)_s-, -C(O)_sNR²⁸-, -SO₂NR²⁹-, -NR³⁰SO₂- or -NR³¹- (wherein R²⁷, R²⁸, R²⁹, R³⁰ and R³¹ each independently represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl and s is 1 or 2) and R²⁶ represents hydrogen, C₁₋₃alkyl, hydroxyC₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl); 5) R³² (wherein R³² is a 4-6-membered cycloalkyl or saturated heterocyclic ring (linked via carbon or nitrogen) with 1-2 heteroatoms, selected independently from O, S and N, which cycloalkyl or heterocyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, cyano, C₁₋₄alkyl, hydroxyC₁₋₄alkyl, cyanoC₁₋₄alkyl, cyclopropyl, C₁₋₄alkylsulphonylC₁₋₄alkyl, C₁₋₄alkoxycarbonyl, carboxamido, C₁₋₄aminoalkyl, C₁₋₄alkylamino, $di(C_{1.4}alkyl)amino, C_{1.4}alkylaminoC_{1.4}alkyl, C_{1.4}alkanoyl, <math>di(C_{1.4}alkyl)aminoC_{1.4}alkyl,$ C_{1-4} alkylamino C_{1-4} alkoxy, di $(C_{1-4}$ alkyl)amino C_{1-4} alkoxy nitro, amino, C_{1-4} alkoxy. C₁₋₄hydroxyalkoxy, carboxy, trifluoromethyl, -C(O)NR³⁸R³⁹, -NR⁴⁰C(O)R⁴¹ (wherein R³⁸, R³⁹, R⁴⁰ and R⁴¹, which may be the same or different, each represents hydrogen, C₁₋₄alkyl, hydroxyC₁₋₄alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and a group -(-O-)_f(C₁₋₄alkyl)_gringD (wherein f is 0 or 1, g is 0 or 1 and ring D is a cyclic group selected from C₃₋₆cycloalkyl, aryl or 5-6-membered saturated or unsaturated heterocyclic group with 1-2 heteroatoms, selected independently from

6) -R^dR³² (wherein R³² is as defined hereinbefore);

C₁₋₄alkyl);

- 7) -ReR32 (wherein R32 is as defined hereinbefore);
- 8) -Rf R32 (wherein R32 is as defined hereinbefore);
- 9) R³³ (wherein R³³ represents a pyridone group, a phenyl group or a 5-6-membered aromatic heterocyclic group (linked via carbon or nitrogen) with 1-3 heteroatoms selected from O, N and S, which pyridone, phenyl or aromatic heterocyclic group may carry up to 5 substituents selected from hydroxy, nitro, halogeno, amino, C₁₋₄alkyl, C₁₋₄alkoxy, C₁₋₄hydroxyalkyl, C₁₋₄aminoalkyl, C₁₋₄alkylamino, C₁₋₄hydroxyalkoxy, oxo, cyanoC₁₋₄alkyl, cyclopropyl, C₁₋₄alkylsulphonylC₁₋₄alkyl,

O, S and N, which cyclic group may bear one or more substituents selected from halo and

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C₁₋₄alkoxycarbonyl, di(C₁₋₄alkyl)amino, C₁₋₄alkylaminoC₁₋₄alkyl, C₁₋₄alkanoyl,

 $\frac{\text{di}(C_{1-4}\text{alkyl})\text{amino}C_{1-4}\text{alkyl},\ C_{1-4}\text{alkylamino}C_{1-4}\text{alkoxy},\ \text{di}(C_{1-4}\text{alkyl})\text{amino}C_{1-4}\text{alkoxy},\ \text{carboxy},\ \text{carboxy},\ \text{carboxamido},\ \text{trifluoromethyl},\ \text{cyano},\ \text{-C}(O)\text{NR}^{38}\text{R}^{39},\ \text{-NR}^{40}\text{C}(O)\text{R}^{41}\ \text{(wherein R}^{38},\ R^{39},\ R^{40}\ \text{and}\ \text{R}^{41},\ \text{which may be the same or different, each represents hydrogen,}\ C_{1-4}\text{alkyl},\ \text{hydroxy}C_{1-4}\text{alkyl}\ \text{or}\ C_{1-3}\text{alkoxy}C_{2-3}\text{alkyl})\ \text{and a group -(-O-)}_f(C_{1-4}\text{alkyl})_g\text{ringD}\ \text{(wherein f is 0 or 1, g is 0 or 1 and ring}\ D\ \text{is a cyclic group selected from }\ C_{3-6}\text{cycloalkyl},\ \text{aryl or 5-6-membered saturated or unsaturated}\ \text{heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which cyclic group may bear one or more substituents selected from halo and $C_{1-4}\text{alkyl})$;}$

- 10) -R⁹R³³ (wherein R³³ is as defined hereinbefore);
- 11) -RhR³³ (wherein R³³ is as defined hereinbefore);
- 12) -Ri R33 (wherein R33 is as defined hereinbefore);
- 13) -R^j X⁶R³³ (wherein X⁶ represents -O-, -C(O)-, -S-, -SO-, -SO₂-, -OC(O)-, -NR³⁸C(O)-,
- -C(O)NR³⁹-, -SO₂NR⁴⁰-, -NR⁴¹SO₂- or -NR⁴²- (wherein R³⁸, R³⁹, R⁴⁰, R⁴¹ and R⁴² each

independently represents hydrogen, C_{1-3} alkyl, hydroxy C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and R^{33} is as defined hereinbefore);

- -R^kX⁷R³³ (wherein X⁷ represents -O-, C(O), -S-, -SO-, -SO₂-, -NR⁴³C(O)-,
- -C(O)NR⁴⁴-, -SO₂NR⁴⁵-, -NR⁴⁶SO₂- or -NR⁴⁷- (wherein R⁴³, R⁴⁴, R⁴⁵, R⁴⁶ and R⁴⁷ each

independently represents hydrogen, C_{1-3} alkyl, hydroxy C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and R^{33} is as defined hereinbefore):

- $-R^{m}X^{8}R^{33}$ (wherein X^{8} represents -O-, -C(O)-, -S-, -SO-, -SO₂-, -NR⁴⁸C(O)-,
- -C(O)NR⁴⁹-, -SO₂NR⁵⁰-, -NR⁵¹SO₂- or -NR⁵²- (wherein R⁴⁸, R⁴⁹, R⁵⁰, R⁵¹ and R⁵² each

independently represents hydrogen, C_{1-3} alkyl, hydroxy C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and R^{33} is as defined hereinbefore);

- 16) -Rⁿ X⁹R^{n'}R³³ (wherein X⁹ represents -O-, -C(O)-, -S-, -SO-, -SO₂-, -NR⁵³C(O)-, -C(O)NR⁵⁴-, -SO₂NR⁵⁵-, -NR⁵⁶SO₂- or -NR⁵⁷- (wherein R⁵³, R⁵⁴, R⁵⁵, R⁵⁶ and R⁵⁷ each independently represents hydrogen, C_{1-3} alkyl, hydroxy C_{1-3} alkyl or C_{1-3} alkyl or C_{1-3} alkyl) and R³³ is as defined hereinbefore);
- 17) -R^pX⁹-R^pR³² (wherein X⁹ and R³² are as defined hereinbefore);
- 18) C₂₋₅alkenyl which may be unsubstituted or which may be substituted with one or more groups selected from hydroxy, fluoro, amino, C₁₋₄alkylamino,
- N,N-di(C₁₋₄alkyl)amino, aminosulphonyl, N-C₁₋₄alkylaminosulphonyl and
- N,N-di(C₁₋₄alkyl)aminosulphonyl;
- 19) C₂₋₅alkynyl which may be unsubstituted or which may be substituted with one or more groups selected from hydroxy, fluoro, amino, C₁₋₄alkylamino,

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N,N-di(C_{1-4} alkyl)amino, aminosulphonyl, N- C_{1-4} alkylaminosulphonyl and N,N-di(C_{1-4} alkyl)aminosulphonyl;

- 20) -R^tX⁹R^tR³² (wherein X⁹ and R³² are as defined hereinbefore);
- 21) -R^uX⁹ R^uR³² (wherein X⁹ and R³² are as defined hereinbefore); and

22) -R v R 58 (R v) $_{q}$ (X 9) $_{r}$ R 59 (wherein X 9 is as defined hereinbefore, q is 0 or 1, r is 0 or 1, and R 58 is a C_{1-3} alkylene group or a cyclic group selected from cyclopropyl, cyclobutyl, cyclopentylene, cyclohexylene or a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which C_{1-3} alkylene group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno and C_{1-4} alkoxy and which cyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, cyano,

C₁₋₄cyanoalkyl, C₁₋₄alkyl, C₁₋₄hydroxyalkyl, C₁₋₄alkoxy, C₁₋₄alkoxyC₁₋₄alkyl, C₁₋₄alkylsulphonylC₁₋₄alkyl, C₁₋₄alkoxycarbonyl, C₁₋₄aminoalkyl, C₁₋₄alkylamino, di(C₁₋₄alkyl)amino, C₁₋₄alkylaminoC₁₋₄alkyl, di(C₁₋₄alkyl)aminoC₁₋₄alkyl, C₁₋₄alkylaminoC₁₋₄alkoxy, di(C₁₋₄alkyl)aminoC₁₋₄alkoxy and a group -(-O-)_f(C₁₋₄alkyl)_gringD (wherein f is 0 or 1, g is 0 or 1 and ring D is a cyclic group selected from C₃₋₆cycloalkyl, aryl or 5-6-membered saturated or unsaturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which cyclic group may bear one or more substituents selected from halo and C₁₋₄alkyl); and R⁵⁹ is hydrogen, C₁₋₃alkyl, or a cyclic group selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl and a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which C₁₋₃alkyl group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, C₁₋₄alkoxy and which cyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, cyano, C₁₋₄cyanoalkyl, C₁₋₄alkyl, C₁₋₄hydroxyalkyl, C_{1-4} alkoxy, C_{1-4} alkoxy C_{1-4} alkyl, C_{1-4} alkylsulphonyl C_{1-4} alkyl, C_{1-4} alkoxycarbonyl, C_{1-4} aminoalkyl, C₁₋₄alkylamino, di(C₁₋₄alkyl)amino, C₁₋₄alkylaminoC₁₋₄alkyl, di(C₁₋₄alkyl)aminoC₁₋₄alkyl, C₁₋₄alkylaminoC₁₋₄alkoxy, di(C₁₋₄alkyl)aminoC₁₋₄alkoxy and a group -(-O-)_f(C₁₋₄alkyl)_oringD (wherein f is 0 or 1, g is 0 or 1 and D is a cyclic group selected from C₃₋₆cycloalkyl, aryl or 5-6-membered saturated or unsaturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which cyclic group may bear one or more substituents selected from halo and C₁₋₄alkyl);

and wherein R^a, R^b, R^{b'}, R^c, R^{c'}, R^d, R^g, R^j, Rⁿ, R^{n'}, R^p, R^{p'}, R^{t'}, R^{u'}, R^v and R^{v'} are independently selected from C₁₋₈alkylene groups optionally substituted by one or more substituents selected from hydroxy, halogeno, amino,

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 R^e R^h , R^k and R^t are independently selected from C_{2-8} alkenylene groups optionally substituted by one or more substituents selected from hydroxy, halogeno, amino, and R^t may additionally be a bond; and

Rf, Ri, Rm and Ru are independently selected from by C₂₋₈alkynylene groups optionally substituted by one or more substituents selected from hydroxy, halogeno, amino; and where a functional group is selected from nitro, cyano, halo, oxo, =CR78R79, C(O),R77, OR77, $S(O)_{v}R^{77}$, $NR^{78}R^{79}$, $C(O)NR^{78}R^{79}$, $OC(O)NR^{78}R^{79}$, $=NOR^{77}$, $-NR^{77}C(O)_{v}R^{78}$, $-NR^{77}CONR^{78}R^{79}$, -N=CR⁷⁸R⁷⁹, S(O),NR⁷⁸R⁷⁹ or -NR⁷⁷S(O),R⁷⁸ where R⁷⁷, R⁷⁸ and R⁷⁹ are independently selected from hydrogen, optionally substituted hydrocarbyl, optionally substituted heterocyclyl or optionally substituted alkoxy, or R78 and R79 together form an optionally substituted ring which optionally contains further heteroatoms such as oxygen, nitrogen, S, S(O) or S(O)2, where x is an integer of 1 or 2, y is 0 or an integer of 1-3 and where hydrocarbyl, heterocyclyl or alkoxy groups R⁷⁷, R⁷⁸ and R⁷⁹ as well as rings formed by R⁷⁸ and R⁷⁹ are optionally substituted by halo, perhaloalkyl, mercapto, alkylthio, hydroxy, carboxy, alkoxy, heteroaryl, heteroaryloxy, cycloalkyl, cycloalkenyl, cycloalkynyl, alkenyloxy, alkynyloxy, alkoxyalkoxy, aryloxy (where the aryl group may be substituted by halo, nitro, or hydroxy), cyano, nitro, amino, mono- or di-alkyl amino, oximino or S(O)_vR⁹⁰ where y is 0 or an integer of 1-3 and R⁹⁰ is a alkyl; and wherein hydrocarbyl is selected from alkyl, alkenyl, alkynyl, aryl, aralkyl, cycloalkyl, cycloalkenyl, or combinations thereof.

2-5. (Canceled)

- 6. (Currently Amended) A compound according to claim 15 wherein R¹, R², R³, R⁴ are independently selected from, halo, cyano, nitro, trifluoromethyl, C₁₋₃alkyl, -NR⁷R⁸ (wherein R⁷ and R⁸, which may be the same or different, each represents hydrogen or C₁₋₃alkyl), or other groups from formula -X¹R⁹ (wherein X¹ represents a direct bond, -O-, -CH₂-, -OCO-, carbonyl, -S-, -SO-, -SO₂-, -NR¹⁰CO-, -CONR¹¹-, -SO₂NR¹²-, -NR¹³SO₂- or -NR¹⁴- (wherein R¹⁰, R¹¹, R¹², R¹³ and R¹⁴ each independently represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl), and R⁹ is selected from one of the following groups:
- 1') hydrogen or C₁₋₅alkyl which may be unsubstituted or which may be substituted with one or more groups selected from hydroxy, fluoro or amino,
- 2') C₁₋₅alkylX²C(O)R¹⁵ (wherein X² represents -O- or -NR¹⁶- (in which R¹⁵ represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R⁵ represents C₁₋₃alkyl, -NR¹⁷R¹⁸ or -OR¹⁹ (wherein R¹⁷, R¹⁸

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and R^{19} which may be the same or different each represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl));

- 3') C₁₋₅alkylX³R²⁰ (wherein X³ represents -O-, -S-, -SO-, -SO₂-, -OCO-, -NR²¹CO-, -CONR²²-, -SO₂NR²³-, -NR²⁴SO₂- or -NR²⁵- (wherein R²¹, R²², R²³, R²⁴ and R²⁵ each independently represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R²⁰ represents hydrogen, C₁₋₃alkyl, cyclopentyl, cyclohexyl or a 5-6-membered saturated heterocyclic group with 1-2 heteroatoms, selected independently from O, S and N, which C₁₋₃alkyl group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno and C₁₋₄alkoxy and which cyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, C₁₋₄alkyl, C₁₋₄hydroxyalkyl and C₁₋₄alkoxy); 4') C₁₋₅alkylX⁴C₁₋₅alkylX⁵R²⁶ (wherein X⁴ and X⁵ which may be the same or different are each -O-, -S-, -SO₂-, -NR²⁷CO-, -CONR²⁸-, -SO₂NR²⁹-, -NR³⁰SO₂- or -NR³¹- (wherein R²⁷, R²⁸, R²⁹, R³⁰ and R³¹ each independently represents hydrogen, C₁₋₃alkyl or C₁₋₃alkoxyC₂₋₃alkyl) and R²⁶ represents hydrogen or C₁₋₃alkyl);
- 5') R³² (wherein R³² is a 5-6-membered saturated heterocyclic group (linked via carbon or nitrogen) with 1-2 heteroatoms, selected independently from O, S and N, which heterocyclic group may bear 1 or 2 substituents selected from oxo, hydroxy, halogeno, C₁₋₄alkyl, C₁₋₄alkyl, C₁₋₄alkoxy, C₁₋₄alkoxyC₁₋₄alkyl and C₁₋₄alkylsulphonylC₁₋₄alkyl);
- 6') C₁₋₅alkylR³² (wherein R³² is as defined in (5') above);
- 7') C₂₋₅alkenylR³² (wherein R³² is as defined in (5') above);
- 8') C₂₋₅alkynylR³² (wherein R³² is as defined in (5') above);
- 9') R³³ (wherein R³³ represents a pyridone group, a phenyl group or a 5-6-membered aromatic heterocyclic group (linked via carbon or nitrogen) with 1-3 heteroatoms selected from O, N and S, which pyridone, phenyl or aromatic heterocyclic group may carry up to 5 substituents on an available carbon atom selected from hydroxy, halogeno, amino, C₁₋₄alkyl, C₁₋₄alkoxy, C₁₋₄hydroxyalkyl, C₁₋₄aminoalkyl, C₁₋₄alkylamino, C₁₋₄hydroxyalkoxy, carboxy, trifluoromethyl, cyano, -CONR³⁴R³⁵ and -NR³⁶COR³⁷ (wherein R³⁴, R³⁵, R³⁶ and R³⁷, which may be the same or different, each represents hydrogen, C₁₋₄alkyl or C₁₋₃alkoxyC₂₋₃alkyl));
- 10') C₁₋₅alkylR³³ (wherein R³³ is as defined in (9') above);
- 11') C₂₋₅alkenylR³³ (wherein R³³ is as defined in (9') above);
- 12') C₂₋₅alkynylR³³ (wherein R³³ is as defined in (9') above);
- 13') C_{1-5} alkyl X^6R^{33} (wherein X^6 represents -O-, -S-, -SO-, -SO₂-, -NR³⁸CO-, -CONR³⁹-, -SO₂NR⁴⁰-, -NR⁴¹SO₂- or -NR⁴²- (wherein R³⁸, R³⁹, R⁴⁰, R⁴¹ and R⁴² each independently represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and R^{33} is as defined hereinbefore);

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14') C_{2-5} alkenyl X^7R^{33} (wherein X^7 represents -O-, -S-, -SO-, -SO₂-, -NR⁴³CO-, -CONR⁴⁴-, -SO₂NR⁴⁵-, -NR⁴⁶SO₂- or -NR⁴⁷- (wherein R⁴³, R⁴⁴, R⁴⁵, R⁴⁶ and R⁴⁷ each independently represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and R^{33} is as defined hereinbefore); 15') C_{2-5} alkynyl X^8R^{33} (wherein X^8 represents -O-, -S-, -SO-, -SO₂-, -NR⁴⁸CO-, -C(O)NR⁴⁹-, -SO₂NR⁵⁰-, -NR⁵¹SO₂- or -NR⁵²- (wherein R⁴⁸, R⁴⁹, R⁵⁰, R⁵¹ and R⁵² each independently represents hydrogen, C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and C_{1-3} alkyl C_{1-3} alkyl C_{1-3} alkyl C_{1-3} alkyl or C_{1-3} alkoxy C_{2-3} alkyl) and C_{1-3} alkyl C_{1-3

- 7. (Currently Amended) A compound according to any one of claims claim 1, 4, 5 or 6, where R^1 is hydrogen and R^4 is hydrogen, halo, C_{1-4} alkyl or C_{1-4} alkoxy.
- 8-9. (Canceled)
- 10. (Currently Amended) A compound according to any one of claims claim 1[[,]] or claim 74, 5 or 6 wherein R^3 is a group X^1R^9 where X^1 is oxygen and R^9 includes a methylene group directly adjacent to X^1 .
- 11. (Currently Amended) A compound according to claim <u>1</u>5 wherein at least one of R¹, R², R³ or R⁴ is a group X¹R⁹ which includes a bridging alkylene, alkenylene or alkynylene <u>group</u> <u>selected from groups</u> R^a, R^b, R^b, R^c, R^c, R^d, R^g, R^g, Rⁿ, Rⁿ, R^p, R^{p'}, R^t, R^{u'}, R^{v'}, R^{v'}, R^e, R^h, R^k, R^t, R^t, R^t, R^m and R^u and least one such group includes a hydroxy substituent.
- 12. (Currently Amended) A compound according to claim <u>1</u>5 wherein R⁹ is selected from a group (1), (3), (6) or (10).
- 13. (Currently Amended) A compound according to any one of claims claim 12 1, 4, 5 or 6 wherein X is NH or O.

14-17. (Canceled)

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18. (Previously Presented) A compound according to claim 13 wherein R⁵ is a group of formula (iii).

19-20. (Canceled)

21. (Currently Amended) A compound according to claim 1 wherein R⁸⁰ is R⁵ is substituted by a group of sub formula (II) which is a groupcompound of formula (IIA)

$$(CH_2)_{s'}$$
 N $(CH_2)_{q'}$ R^{70} (IIA)

where s', q' and R⁷⁰ are as defined in claim 1.

- 22. (Previously Presented) A compound according to claim 1 or claim 21 wherein R⁸⁰ includes a group R⁷⁰ and said group is phenyl optionally substituted by halo.
- (Currently Amended) A compound according to claim 1 where R^{80} is R^{5} is substituted by a group of formula (d) or (e) and R^{100} is a group selected from optionally substituted phenyl or optionally substituted pyridyl.
- 24. (Currently Amended) A compound according to claim 1 or claim 34 or claim 23 wherein R⁸⁰ is a group of sub-formula (d).
- 25. (Currently Amended) A compound according to any one of claims claim 1, 4, 5 or 6, which is a phosphate prodrug of a compound of formula (I) wherein the phosphate is a derivative of a hydroxy group and is present at R² or R³.
- 26. (Currently Amended) A method for preparing a compound of formula (I) as defined in claim 1, which method comprises reacting a compound of formula (VII)

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where R¹, R², R³, and R⁴ are equivalent to a group R¹, R², R³ and R⁴ as defined in relation to formula (I) or a precursor thereof, and R⁸⁵ is a leaving group, with a compound of formula (VIII)

H-X-R⁵ (VIII)

where X and R⁵ are as defined in relation to formula (I): and thereafter if desired or necessary converting a group R⁴, R², R³ or R⁴ to a group R⁴, R², R³ and R⁴ respectively.

- 27. (Currently Amended) A method for treating hyperproliferative disease inhibiting aurora 2 kinase in a warm blooded animal, such as man, in need of such treatment, which comprises administering to said animal an effective amount of a compound according to claim 1, or salt, ester amide or prodrug thereof.
- 28. (Canceled)
- 29. (Currently Amended) A pharmaceutical composition comprising a compound according to any one of claims 1, <u>7, 12, 18 or 34</u> 4, <u>5 or 6</u> or salt, <u>ester amide</u> or prodrug thereof, in combination with a pharmaceutically acceptable carrier.
- 30. (Canceled)
- 31. (New) A compound according to claim 1 wherein both R¹ and R⁴ are hydrogen.
- 32. (New) A compound according to claim 12 wherein one of R^2 or R^3 is 3-morpholinopropoxy.
- 33. (New) A compound according to claim 1 or claim 13 wherein R⁵ is a group of formula (i), (ii) or (iii).

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- 34. (New) A compound according to claim 13 wherein R⁵ is a group of formula (i).
- 35. (New) A compound according to claim 24 wherein one of X^{10} or X^{11} is other than a bond.
- 36. (New) A method for treating cancer in a warm blooded animal, such as man, in need of such treatment, which comprises administering to said animal an effective amount of a compound according to claim 1, or salt or prodrug thereof.
- 37. (New) A method for treating colorectal or breast cancer in a warm blooded animal, such as man, in need of such treatment, which comprises administering to said animal an effective amount of a compound according to claim 1, or salt or prodrug thereof.